



SEATTLE MANAGEMENT ASSOCIATION BY-LAWS

Section 1 - PURPOSES

The purposes of the Association are:

- A.** To develop a professional spirit and understanding of public sector management as a profession.
- B.** To provide an opportunity for the development of leadership and managerial skills.
- C.** To provide an opportunity for networking and the exchange of ideas and information on management practices.
- D.** To encourage a spirit of unity and cooperation among managers within all levels and departments.

Section 2 - RESTRICTIONS

The Association shall not support or oppose political candidates and shall not engage in collective bargaining on behalf of its members or others.

Section 3 - MEMBERSHIPS

A. Requirements

Voting memberships are extended to government employees whose applications for membership have been approved by the Board of Directors in accordance with the following criteria. Membership is extended to those applicants who:

- 1.** Supervise others in a lead capacity or have responsibility for a department, division, section, unit, program, project or a function; or
- 2.** Provide management support within a department or office as a part of their analytical or coordination responsibilities.

Non voting, associate memberships are extended to other interested individuals as approved by the Board of Directors e.g. students and non-governmental.

B. Application for Membership

Any person desiring membership in the Association shall submit a completed application form, accompanied by a payroll deduction authorization for the current fiscal year or, for non City of Seattle employees, the membership dues to the SMA Executive Director. The SMA Executive Director shall consult with the chairperson of the Membership Committee.

C. Acknowledgment of Membership

Upon acceptance of the membership application by the Board of Directors, the chairperson of the Membership Committee shall notify the applicant.

D. Retired Members

1. Any member who retired from employment and who is in good standing with the Association shall be awarded an honorary membership.
2. The retired member may attend all meetings and functions of the Association as a regular member.
3. Retired members will not be allowed to vote or hold office.
4. Retired members will not be required to pay annual dues.

E. Leaves of Absence by members

If a member in good standing takes a leave of absence from employment, he or she will be able to maintain active membership by payment of annual dues.

F. Membership

If a member in good standing is separated from City employment by reorganization or other circumstances, he or she will be able to maintain active membership by payment of annual dues.

Section 4 - DUES

Monthly membership dues for voting members of the Association shall be established by the Board of Directors.

Section 5 - OFFICERS AND BOARD OF DIRECTORS

A. Definition

The Board shall consist of no fewer than five Board members (also known as "Directors") plus the officers of the Association. The officers of this Association shall be a President, Vice-President, Secretary, Treasurer, and the Board of Directors. Voting members of the Board shall be Directors, Vice-President, Secretary and the Treasurer. The President shall vote only in case of a tie.

B. Removal of an Officer or Director

Unexcused absence from four (4) meetings of the Board of Directors in the course of one calendar year shall be due cause for removal of an officer or Director.

An officer or Director may be removed from office by a majority vote of the Board of Directors at any regular or special meeting. Notice of the proposed removal must be given thirty (30) days prior to the date of the meeting and must state the cause for the proposed removal.

Section 6: DUTIES OF OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE DIRECTOR

A. The President shall:

1. Serve as Chairperson of the Board and be responsible to the Board of Directors for satisfactory operation in accordance with the by-laws established by the Board.
2. Establish special committees as needed. Appoint chairpersons of standing and special committees subject to confirmation by the Board.
3. Preside at all regular and special meetings of the Association and Board meetings.
4. With the Secretary or Treasurer, sign all written contracts of the Association as authorized by the Board of Directors.

B. The Vice-President shall:

1. In the absence of the President, perform the duties of the President.
2. Coordinate the activities of the committees.
3. Perform such other duties pertaining to the office as may be designated by the President.

C. The Secretary shall:

1. Take minutes of all Board of Directors meetings.
2. With the President, sign all written contracts of the Association as authorized by the Board of Directors.
3. Perform such other duties pertaining to the office as may be designated by the President.

D. The Treasurer shall:

Be responsible for all books of account, receipts, and expenditures, which shall be open at all times for inspection by the Board of Directors, and pay any taxes which may be due.

1. With the President, sign all written contracts of the Association as authorized by the Board of Directors.
3. Sign all checks in excess of \$500 for authorized Association disbursement of funds.
2. Prepare the annual budget for approval by the Board of Directors.
3. Make such reports as designated by the President.

E. The Executive Director shall:

1. Shall be responsible for the day-to-day operations of the Association and shall have such duties as may be assigned to him or her by the Board or Executive Committee. The Executive Director shall be the chief executive officer of the Association and, subject to the Board's control, shall supervise and control all the assets, business, records, and affairs of the association. The Executive Director shall be an ex-officio, non-voting member of the Board.
2. Partner with the Treasurer and receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association from any source whatsoever, in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws.

Section 7: ELIGIBILITY OF OFFICERS AND DIRECTORS

A. President:

Unless otherwise authorized by the Board of Directors, any designee for this position shall have been a member for two years and shall be a Director. In addition, before taking office, the candidate must have been a Director for one year and/or standing committee chairperson for one year.

B. Vice-President, Secretary and Treasurer:

Any designee for these positions shall be a Director.

C. Directors:

Candidates for these positions shall be voting members of the Association. Associate members are not eligible for these positions.

Section 8: NOMINATION AND ELECTION OF OFFICERS

A. Nominating Committee:

The President of the Board shall appoint a Nominating Committee, comprised of at least three (3) members, by March of each year. None of the Committee shall be a candidate for office. The Nominating Committee shall nominate candidates for all Directors' terms expiring and present its slate of candidates to the Board of Directors preceding the election. The list of candidates recommended by the Nominating Committee and approved by the Board shall be submitted to the membership at least two weeks in advance of the May election. Notification shall include the ballot and the dates by which the ballot shall be received. Notification to the membership may be done electronically and ballots may be submitted to the Nomination Committee electronically.

B. Directors:

One-third of the total number of Directors shall be elected each year for a three-year term. The election of Directors shall be by secret mail ballot prior to the start of the administrative year. The administrative year shall begin the first day of July and end on the last day of June in order to coincide with the Association's fiscal years.

C. Officers:

Officers will be elected by the Board of Directors one month prior to the start of the administrative year. The President assumes office at the first Board meeting of the administrative year.

After serving a full 12-month term, no officer may continue in the same office without the majority consent of the Board of Directors.

Section 9: VACANCIES OF OFFICE

Should a vacancy occur in a directorship during the year, the Board of Directors shall appoint a qualified member to serve for the balance of the vacated term and the Executive Director shall notify the membership of such appointment to the Board of Directors.

Should a vacancy occur in an office during the year, the Board of Directors shall appoint a qualified Director to serve for the balance of the vacated term and the Executive Director shall notify the membership of such appointment of the office. In the event the office of President is vacated, the Vice President shall serve as President for the remainder of the term, upon ratification by the Board of Directors.

Section 10: COMMITTEES

The chairperson of each committee shall be made by the President and shall submit reports to the Board of Directors. All appointments of members to committees shall be made by the President and/or chairperson of each committee subject to the approval of the Board.

The Board may establish committees to address the following areas: speakers programs, management development, member information, and finance. The Board of Directors may authorize additional committees.

The Board of Directors will authorize the composition and structure of committees to address these and other areas.

Section 11: MEETINGS

A. Membership Meetings:

Regular membership meetings shall be held on dates to be determined by the Board of Directors.

B. Special Membership Meetings:

A special membership meeting may be called for a specific purpose only. No other Association business may be transacted at this meeting. Special meetings may be called by the President, a majority of the Board of Directors, or two-thirds of the membership. The time and purpose of the meeting must be given to the membership at least ten (10) days in advance of the meeting.

C. Board of Director Meetings:

The Board shall meet regularly (usually monthly), on dates determined by the Board of Directors.

D. Committee Meetings:

Regular committee meetings shall be held on dates to be determined by the committees.

Section 13: QUORUM

A quorum of the Board of Directors for the transaction of business shall be five (5) Directors.

Each Director shall possess one (1) vote in matters coming before the Board. All meeting votes shall be made by each Director in person or via teleconference or electronically. Voting by proxy shall not be allowed.

Section 14: PROCEDURE

The Robert's Rules of Order Newly Revised shall be used in the conduct of business of the Association except where inconsistent with the by-laws, or other rules of this Association.

Section 15: AMENDMENT TO ASSOCIATION BY-LAWS

A. Proposed Amendments

1. Amendments may be proposed by a majority of the Board of Directors, or
2. By ten (10) members in a signed petition presented to the Board of Directors.

B. Notification

The Board of Directors shall notify the entire membership by mail, at least 30 days but not more than 60 days in advance, of a vote by the membership on a proposed amendment to the by-laws. Notification shall include the ballot and the date by which the ballot shall be received. Notification to the membership may be done electronically and ballots may be submitted electronically.

C. Approval of Amendments

Amendments shall be adopted upon a majority of affirmative returned ballots.

Section 15: DISBANDMENT

In the event this Association should vote to disband, the assets or liabilities of the organization shall be distributed in accordance with Washington State laws governing disbandment of non-profit agencies or organizations.

Amended by election of the membership April, 2003

Amended by election of the membership, March 2008